

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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CLERK OF COURT
DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JJF)

Jointly Administered

**Objections Due By: July 12, 2001 at 4:00 p.m.
Hearing Date: July 19, 2001 at Time To Be Determined**

NOTICE OF MOTION AND HEARING

TO: ALL PARTIES ON THE ATTACHED CERTIFICATE OF SERVICE

PLEASE TAKE NOTICE that First Union Leasing Corporation ("First Union") has filed the attached MOTION OF FIRST UNION COMMERCIAL CORPORATION FOR AN ORDER (I) COMPELLING DEBTORS TO ASSUME OR REJECT EQUIPMENT LEASE AND TO COMPLY WITH POST-PETITION LEASE OBLIGATIONS UNDER SECTION 365(D)(10) OF THE BANKRUPTCY CODE PENDING ASSUMPTION OR REJECTION, AND (II) ALLOWING AND DIRECTING PAYMENT OF AN ADMINISTRATIVE CLAIM FOR FIRST UNION COMMERCIAL CORPORATION FOR UNPAID RENT UNDER THE EQUIPMENT LEASE (the "Motion"), on June 18, 2001, with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801. The Motion seeks an order compelling the Debtors to assume or reject a certain equipment lease agreement and compelling Debtors to comply with their post-petition obligations under such lease.

PLEASE TAKE NOTICE FURTHER that objections to the Motion must be filed

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and served on undersigned counsel so as to be received by 4:00 p.m. on July 12, 2001.

PLEASE TAKE NOTICE FURTHER, that a hearing on the Motion will be heard on the omnibus hearing date in this case set for July 19, 2001, at a time to be determined by the Court for such omnibus hearing before the Honorable Joseph J. Farnan, Jr., United States District Judge for the District of Delaware, at the J. Caleb Boggs Federal Building, 844 N. King Street, Wilmington, Delaware 19801.

PLEASE TAKE NOTICE FURTHER, THAT IF YOU FAIL TO RESPOND TO THE MOTION IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Respectfully submitted,

STEVENS & LEE, P.C.



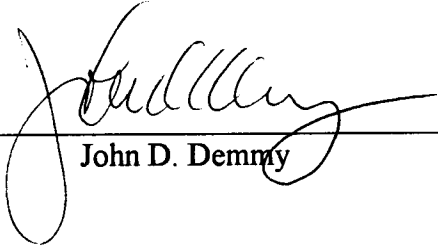
JOHN D. DEMM (No. 2802)
300 Delaware Avenue, Suite 800
Wilmington, DE 19801
Telephone: (302) 654-5180
Telecopier: (302) 654-5181

Attorneys for First Union Leasing Corporation

Dated: June 25, 2001

CERTIFICATE OF SERVICE

I, John Demmy, hereby certify that on June 25, 2001, true and correct copies of the foregoing NOTICE OF MOTION and the was served on the parties listed on the attached service list via regular United States first class mail.



John D. Demmy

W.R. Grace Co. 01-01139 (JJF)
2002 Service List
June 25, 2001

Laura Davis Jones Esquire
Pachulski, Stang, Ziehl, Young & Jones, P.C.
919 North Market Street, Suite 1600
Wilmington, DE 19801

Hamid R. Rafatjoo, Esquire
Pachulski, Stang, Ziehl, Young & Jones
10100 Santa Monica Boulevard
Los Angeles, CA 90067-4100

Steven M. Yoder, Esquire
The Bayard Firm
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899

William P. Bowden, Esquire
Matthew G. Zaleski, III, Esquire
Ashby & Geddes
222 Delaware Avenue
P.O. Box 1150
Wilmington, DE 19899

William H. Sudell, Jr., Esquire
Eric D. Schwartz, Esquire
Morris, Nichols Arsht & Tunnell
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899

Mark D. Collins, Esquire
Deborah E. Spivack, Esquire
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Jeffrey C. Wisler, Esquire
Michelle McMahon, Esquire
Connolly Bove Lodge & Hutz LLP
1220 Market Street, 10th Floor
Wilmington, DE 19899

Francis A. Monaco, Jr., Esquire
Walsh, Monzack and Monaco, P.A.
1201 N. Orange Street, Suite 400
P.O. Box 2031
Wilmington, DE 19801

Frederick B. Rosner, Esquire
Walsh, Monzack and Monaco, P.A.
1201 N. Orange Street, Suite 400
Wilmington, DE 19801

Michael B. Joseph, Esquire
Ferry & Joseph, P.A.
824 Market Street, Suite 904
P.O. Box 1351
Wilmington, DE 19899

Bruce E. Jameson, Esquire
Prickett, Jones & Elliott
1310 King Street
P.O. Box 1328
Wilmington, DE 19899

Mark S. Chehi
Skadden, Arps, Slate, Meagher & Flom LLP
One Rodney Square
P.O. Box 636
Wilmington, DE 19899-0636

James H.M. Sprayregen, Esquire
James Kapp, III, Esquire
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601

Frank J. Perch, Esquire
Office of the United States Trustee
601 Walnut Street, Curtis Center,
Suite 950 West
Philadelphia, PA 19106

W.R. Grace Co. 01-01139 (JJF)
2002 Service List
June 25, 2001

Derrick Tay, Esquire
Meighen Demers
Suite 1100, Box 11, Merrill Lynch Canada Tower
Sun Life Center, 200 Kint Street West
Toronto, Ontario M5H 3T4
CANADA

David B. Siegel
W.R. Grace and Co.
7500 Grace Drive
Columbia, MD 21044

Elihu Inselbuch, Esquire
Rita Tobin, Esquire
Caplin & Drysdale, Chartered
399 Park Avenue, 27th Floor
New York, NY 10022

Lewis Kruger, Esquire
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038-4982

Scott L. Baena, Esquire
Bilzin Sumberg Dunn Baena Price & Axelrod LLP
First Union Financial Center
200 South Biscayne Blvd, Suite 2500
Miami, FL 33131

D. J. Baker, Esquire
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036

J. Douglas Bacon, Esquire
Latham & Watkins
Sears Tower, Suite 5800
Chicago, IL 60606

Nancy Worth Davis, Esquire
Ness, Motley, Loadhold, Richardson & Poole
28 Bridgeside Boulevard
P.O. Box 1792
Mount Pleasant, SC 29465

Todd Meyer, Esquire
Kilpatrick Stockton
1100 Peachtree Street
Atlanta, GA 30309\

Securities & Exchange Commission
15th & Pennsylvania Ave. N.W.
Washington, DC 20020

District Director
IRS
409 Silverside Road
Wilmington, DE 19809

Securities & Exchange Commission
Atlanta Regional Office Branch/Reorganization
3475 Lenox Road, NE, Suite 100
Atlanta, GA 30326-1232

Secretary of Treasurer
P.O. Box 7040
Dover, DE 19903

Secretary of State
Division of Corporations
Franchise Tax
P.O. Box 7040
Dover, DE 19903

W.R. Grace Co. 01-01139 (JJF)
2002 Service List
June 25, 2001

James D. Freeman, Esquire
U.S. Department of Justice
Environmental Enforcement Section
999 18th Street
Suite 945-North Tower
Denver, CO 80202

Jon L. Heberling, Esquire
McGarvey, Heberling, Sullivan & McGarvey PC
745 South Main Street
Kalispel, MT 59901

Patrick L. Hughes, Esquire
Haynes & Boone LLP
1000 Louisiana Street, Suite 4300
Houston, TX 77002-5012

David S. Heller, Esquire
Latham & Watkins
Sears Tower, Suite 5800
Chicago, IL 60606

Charles E. Boulbol, Esquire
26 Broadway, 17th Floor
New York, NY 10004

Ira S. Greene, Esquire
Squadron, Ellenoff, Plesent & Sheinfeld, LLP
551 Fifth Avenue
New York, NY 10176

James A. Sylvester, Esquire
Intercat, Inc.
104 Union Avenue
Manasquan, NJ 08736

Steven J. Johnson, Esquire
Gibson, Dunn & Crutcher LLP
1530 Page Mill Road
Palo Alto, CA 94304-1125

Charlotte Klenke, Esquire
Schneider National, Inc.
P.O. Box 2545
3101 S. Packerland
Green Bay, WI 54306

David S. Rosenbloom, Esquire
Jeffrey E. Stone, Esquire
Lewis S. Rosenbloom, Esquire
McDermott, Will & Emery
227 West Monroe Street
Chicago, IL 60606-5096

Brad Rogers, Esquire
Office of the General Counsel
Pension Benefit Guaranty Corp
1200 K. Street, N. W.
Washington, D.C. 20005-4026

Pamela Zilly
Richard Shinder
David Blechman
The Blackstone Group
345 Park Avenue
New York, NY 10154

Josiah Rotenberg
Lazard Freres & Co. LLC
30 Rockefeller Plaza, 60th
New York, NY 10020

Stephen H. Case, Esquire
Nancy L. Lazar, Esquire
David D. Tawil, Esquire
Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017

W.R. Grace Co. 01-01139 (JJF)
2002 Service List
June 25, 2001

Jan M. Hayden
William H. Patrick
Heller, Draper, Hayden, Patrick & Horn, L.L.C.
650 Poydras Street, Suite 2500
New Orleans, LA 70130-6103

Joseph F. Rice
Nancy Worth Davis
Ness, Motley, Loadholt, Richardson & Poole
28 Bridgeside Blvd.
P.O. Box 1792
Mt. Pleasant, SC 29465

Steven T. Baron, Esquire
Silber Pearlman, LLP
2711 North Haskell Avenue, 5th Floor, LLP
Dallas, TX 75204

Bankruptcy Administration
IOS Capital, Inc.
1738 Bass Road
P.O. Box 13708
Macon, GA 31208-3708

W.J. Winterstein, Jr., Esquire
John J. Winter, Esquire
William M. Aukamp, Esquire
Eleven Penn Center, 29th Floor
1835 Market Street
Philadelphia, PA 19103

R. Scott Williams
PMG Capital Corp.
Four Falls Corporate Center
West Conshohocken, PA 19428-2961

Alan R. Brayton, Esquire
Brayton & Purcell
222 Rush Landing Road
Novato, CA 94945

Jonathan W. Young
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive, Suite 3000
Chicago, IL 60606-1229

Russell W. Budd
Alan B. Rich
Baron & Budd, P.C.
3102 Oak Lawn Avenue, Suite 1100
Dallas, TX 75219

Shelby A. Jordan, Esquire
Nathaniel Peter Holzer, Esquire
Jordan, Hyden, Womble & Culbreth, P.C.
500 N. Shoreline Blvd., Suite 900
Corpus Christi, TX 78471

Courtney M. Labson, Esquire
The Mills Corporation
Legal Department
1300 Wilson Boulevard, Suite 400
Arlington, VA 22209

T. Kellan Grant
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive, Suite 3000
Chicago, IL 60606-1229

Cindy Schultz
Ingersoll-Rand Fluid Products
One Aro Center
P.O. Box 151
Bryan, OH 43506

Alan Kolod, Esquire
Moses & Singer LLP
1301 Avenue of the Americas
40th Floor
New York, NY 10019-6076

W.R. Grace Co. 01-01139 (JJF)
2002 Service List
June 25, 2001

Mr. Thomas Moskie
Bankers Trust Company
Four Albany Street
Fourth Floor
New York, NY 10006

John P. Dillman, Esquire
Linebarger Heard Goggan Blair
Graham Peña & Sampson, LLP
P.O. Box 3064
Houston, TX 77253-3064

Charles E. Gibson, III
Attorney at Law
620 North Street, Suite 100
Jackson, MS 39202

Paul M. Baisier, Esquire
SEYFARTH SHAW
1545 Peachtree Street
Suite 700
Atlanta, Georgia 30309

Kevin D. McDonald
Wilshire Scott & Dyer, P.C.
One Houston Center
1221 McKinney, Suite 4550
Houston, Texas 77010

Christopher Beard, Esquire
Beard & Beard
306 N. Market Street
Frederick, MD 21701

Bernice Conn, Esquire
Robins, Kaplan, Miller & Ciresi LLP
2049 Century Park East, Suite 3700
Los Angeles, CA 90067

Steven R. Schlesinger, Esquire
Jaspan Schlesinger Hoffman LLP
300 Garden City Plaza
Garden City, NY 11530

Steven J. Kherkher, Esquire
Laurence G. Tien, Esquire
Williams Bailey Law Firm, L.L.P.
8441 Gulf Freeway, Suite #600
Houston, Texas 77017

Kimberly W. Osenbaugh
Preston Gates & Ellis LLP
701-5th Avenue
Suite 5000
Seattle, WA 98104-7078

Lewis T. LeClair, Esquire
McKool Smith
300 Crescent Court, Suite 1500
Dallas, Texas 75201

Delta Chemical Corporation
2601 Cannery Avenue
Baltimore, MD 21226-1595

Steven T. Hoort, Esquire
Ropes & Gray
One International Place
Boston, Massachusetts 02110-2624

Peter Van N. Lockwood, Esquire
Julie W. Davis, Esquire
Trevor W. Swett, III, Esquire
Nathan D. Finch, Esquire
Caplin & Drysdale, Chartered
One Thomas Circle, N.W.
Washington, DC 20005

W.R. Grace Co. 01-01139 (JJF)
2002 Service List
June 25, 2001

Peter A. Chapman
24 Perdicaris Place
Trenton, NJ 08618

Paul M. Matheny
The Law Offices of Peter G. Angelos, P.C.
5905 Harford Rd.
Baltimore, MD 21214

Michael J. Urbis
Jordan, Hyden, Womble & Culbreth, P.C.
2390 Central Blvd, Suite G
Brownsville, TX 78520

Mary A. Coventry
Sealed Air Corporation
Park 80 East
Saddle Brook, New Jersey 07663

Margery N. Reed, Esquire
Duane, Morris & Heckscher LLP
4200 One Liberty Place
Philadelphia, PA 19103-7396

Attn: Meridee Moore and Kirsten Lynch
Farallon Capital Management, L.L.C.
One Maritime Plaza
Suite 1325
San Francisco, California 94111

John M. Klamann
Klamann & Hubbard
7101 College Blvd., Suite 120
Overland Park, KS 66210

Joseph T. Kremer, Esquire
Lipsitz, Green, Fahringer, Roll, Salisbury & Cambri
LLP
42 Delaware Avenue, Suite 300
Buffalo, NY 14202

Peter S. Goodman, Esquire
Andrews & Kurth, L.L.P.
805 Third Avenue
New York NY 10022

Mary M. MaloneyHuss, Esquire
Wolf Block Schorr and Solis-Choen LLP
920 King Street, Suite 300
One Rodney Square
Wilmington, DE 19801

Daniel A. Speights, Esquire
Speights & Runyan
200 Jackson Avenue, East
P.O. Box 685
Hampton, SC 29924

Selinda A. Melnik, Esquire
Smith, Katzenstein & Furlow, LLP
800 Delaware Avenue
P.O. Box 410
Wilmington, DE 19899

Dorine Vork, Esquire
Stibbe, P.C.
350 Park Avenue
New York, NY 10022

Anne Marie P. Kelley, Esquire
Dilworth Paxson, LLP
LibertyView-Suite 700
457 Haddonfield Road
Cherry Hill, NJ 08002

W.R. Grace Co. 01-01139 (JJF)
2002 Service List
June 25, 2001

Michael T. Kay, Esquire
The Dow Chemical Company
2030 Dow Center
Midland, MI 48674
Attn: Nancy Draves

Peninsula Capital Advisors, L.L.C.
404B East Main Street
Second Floor
Charlottesville, VA 22902
Attn: Ted Weschler

Donna J. Petrone, Esquire
ExxonMobil Chemical Company-Law Dept.-Bankruptcy
13501 Katy Freeway, Room W1-562
Houston, TX 77079

Aaron A. Garber, Esquire
Pepper Hamilton, LLP
1201 Market Street
Suite 1600
Wilmington, DE 19899

David W. Wirt, Esquire
Winston & Strawn
35 West Wacker Drive
Chicago, IL 60601

Matthew G. Zaleski, III
Campbell & Levine, LLC
Chase Manhattan Centre, 15th Floor
1201 Market Street
Suite 1500
Wilmington, DE 19801

Laurie Selber Silverstein, Esquire
Monica Leigh Loftin, Esquire
Potter Anderson & Corroon, LLP
1313 N. Market Street, 6th Floor
P.O. Box 951
Wilmington, DE 19899

William H. Johnson, Esquire
Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, VA 23510